

MAN KING HOLDINGS LIMITED
(the “Company”)

TERMS OF REFERENCE AND MODUS OPERANDI OF THE
NOMINATION COMMITTEE
(the “Committee”)

Amended and adopted by the board of directors on 27 December 2018

Membership

1. The Committee shall consist of at least three members appointed by the Company’s board of directors (“Board”) from time to time. A majority of the members of the Committee shall be independent non-executive directors of the Company.
2. The chairman of the Committee shall be appointed by the Board, and must be the chairman of the Board or an independent non-executive director.
3. The company secretary of the Company shall be the secretary of the Committee. In the absence of the secretary of the Committee, Committee members present at the meeting may elect among themselves or appoint another person as the secretary for that meeting.
4. The appointment of the members of the Committee may be revoked, replaced or additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee. An appointment of Committee member shall be automatically revoked if such member ceases to be a member of the Board.

Frequency and proceedings of meetings

5. The Committee shall meet at least annually. Additional meetings shall be held as the work of the Committee demands.
6. In addition, the Committee’s chairman may convene additional meetings at his discretion.
7. The quorum of a meeting shall be two Committee members.
8. Proceedings of the Committee’s meetings shall be governed by the provisions of the Articles of Association of the Company.
9. The Committee shall review annually the time commitment required from non-executive directors, and give due consideration to all relevant laws, rules, regulations and regulatory requirements and guidance applicable to the Company.

Duties, powers and functions

10. The Committee shall –
 - a. formulate nomination policy for the Board’s consideration, and implement the Board’s approved nomination policy; and

- b. without prejudice to the generality of the foregoing:
- i. review the structure, size, composition and diversity (including, without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service of members of the Board) of the Board at least once annually; and make recommendations on any proposed changes to the Board to implement the Company's corporate strategy;
 - ii. identify individuals suitably qualified to become members of the Board, and select or make recommendations to the Board on the selection of individuals nominated for directorship. In identifying suitable candidates, the Committee shall consider candidates on merit and against the objective criteria, with due regard for the benefits of diversity on the Board;
 - iii. make recommendations to the Board on the appointment or re-appointment of directors, and succession planning for directors, in particular, the chairman and the chief executive;
 - iv. make recommendations to the Board on the policy concerning the diversity of Board members, and the measurable objectives for implementing such policy and to discuss with the Board any revisions of such policy that may be required, and recommend any such revisions to the Board for consideration and approval;
 - v. identify and nominate candidates to fill casual vacancies of directors for the Board's approval;
 - vi. assess the independence of independent non-executive directors, and review the independent non-executive directors' annual confirmations on their independence; and make disclosure of its review results in the Corporate Governance Report;
 - vii. regularly review the time required for a director to perform his responsibilities;
 - viii. review succession planning for the chairman, chief executive, as well as members of the senior management, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future, together with the Board, as appropriate;
 - ix. do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
 - x. conform to any requirement, direction, and regulation that may, from time to time, be prescribed by the Board, or contained in the Company's constitution or imposed by legislation.

11. The Committee shall be provided with sufficient resources to enable it to perform its functions, including the resources for seeking independent professional advice.

Minutes and Reporting Procedures

12. The secretary shall, at the beginning of each meeting, inquire and record the existence of any conflicts of interest and minute them accordingly. The relevant member of the Committee shall not be counted towards the quorum and he must abstain from voting on any resolution of the Committee in which he or any of his close associates has a material interest, unless the exceptions set out in note 1 to Appendix 3 to the Listing Rules apply.
13. Full minutes of Committee meetings shall be kept by a duly appointed secretary of the meeting (who should normally be the company secretary). Draft and final versions of minutes of the Committee meetings should be sent to all Committee members for their comment and records respectively, within a reasonable time after the meeting (generally, meaning within 14 days after the meeting). Once the minutes are signed, the secretary shall circulate the minutes and reports of the Committee to all members of the Board.
14. The secretary of the Committee shall keep record of all meetings of the Committee held during each financial year of the Company and records of individual attendance of members of the Committee, on a named basis, at meetings held during that financial year.
15. The Committee shall report to the Board on a regular basis. At the next Board meeting following a Committee's meeting, the Committee's chairman shall report the Committee's findings and recommendations to the Board.

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